

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA
Title III

No. 17 BK-3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

THE PUERTO RICO HIGHWAYS AND
TRANSPORTATION AUTHORITY,

Debtor.

PROMESA
Title III

No. 17 BK-3567-LTS

**NOTICE OF AGENDA OF MATTERS SCHEDULED FOR THE PRETRIAL
CONFERENCE ON AUGUST 8, 2022 AT 9:00 A.M. AST**

**Time and Date of
Hearing:** **Monday, August 8, 2022,**
from 9:00 a.m. to 12:50 p.m.
and resume, if necessary,
from 2:10 p.m. to 5:00 p.m. (Atlantic Standard Time)

Honorable Laura Taylor Swain, United States District Judge
Honorable Judith G. Dein, United States Magistrate Judge

Location of Hearing: **The Hearing will be conducted virtually via videoconferencing and
telephonic platforms.**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801). Title III case numbers are listed as Bankruptcy Case numbers due to software limitations.

Attorney Participation: Pursuant to the *Order Regarding Procedures for August 8, 2022, Pretrial Conference* [Case No. 17-3283, ECF No. 21493; Case No. 17-3567, ECF No. 1269], attached to this Agenda as **Exhibit A** (the “Procedures Order”), attorneys who have entered an appearance in the Title III cases and wish to participate as speakers in the proceedings must file a Pretrial Informative Motion in accordance with paragraph 3(a) of the Procedures Order and, upon receipt of an invitation to register their appearance from the Court, must respond to the invitation to register for Zoom access. The FOMB and AAFAF may each have four attorneys appear on Zoom at any given time, and all other parties shall be limited to two attorney appearances at any given time.

Parties not Represented by Counsel: Any individual party not represented by counsel who wishes to participate in the Pretrial Conference and wishes to participate as a speaker in the proceedings must file a Pretrial Informative Motion in accordance with paragraph 3(b) of the Procedures Order.

Attorneys, Members of the Public and Press: Attorneys and members of the public and press **may listen to (but not view or participate in)** the proceedings by dialing (888) 363-4749 and entering the access code (7214978) and security code (7533) when prompted.

Copies of Documents:

Copies of all documents filed in these Title III cases are available free of charge (a) by visiting <https://cases.ra.kroll.com/puertorico> or by calling +1 (844) 822-9231, and (b) on the Court’s website at <http://www.prd.uscourts.gov>, subject to the procedures and fees set forth therein.

I. MOTIONS IN LIMINE:

1. None.

II. OTHER STIPULATED OR CONTESTED MATTERS:

1. **HTA Insured Bondholder Group Exhibit List.** Motion of the HTA Insured Bondholder Group Submitting Exhibit List in Connection with Confirmation of HTA Plan of Adjustment **[Case No. 17-3283, ECF No. 21619; Case No. 17-3567, ECF No. 1303]**

Objection Deadline: August 1, 2022.

Responses:

- A. Objection of Assured Guaranty Corp. and Assured Guaranty Municipal Corp. to Motion of the HTA Insured Bondholder Group Submitting Exhibit List in Connection with Confirmation of HTA Plan of Adjustment **[Case No. 17-3283, ECF No. 21688; Case No. 17-3567, ECF No. 1330]**

Reply, Joinder & Statement Deadlines: August 4, 2022, 2022 at 5:00 p.m. (Atlantic Standard Time)

Replies, Joinders & Statements:

- A. Response of HTA Insured Bondholder Group to Objection of Assured Guaranty Corp. and Assured Guaranty Municipal Corp. to Motion of the HTA Insured Bondholder Group Submitting Exhibit List in Connection with Confirmation of HTA Plan of Adjustment [ECF No. 1330] **[Case No. 17-3283, ECF No. 21721; Case No. 17-3567, ECF No. 1341]**

Related Documents:

- A. Order Directing Briefing in Response to the Objection of Assured Guaranty Corp. and Assured Guaranty Municipal Corp. to Motion of the HTA Insured Bondholder Group Submitting Exhibit List in Connection with Confirmation of HTA Plan of Adjustment **[Case No. 17-3283, ECF No. 21702; Case No. 17-3567, ECF No. 1334]**

Status: This matter is going forward.

Estimated Time Required: 10 minutes.

Order and Number of Speakers: The names of counsel who intend to speak on this matter and time allocations for each party are listed below, in the order in which the parties shall present argument:

- a. Movants:
 1. **HTA Insured Bondholder Group:** Matthew M. Madden, 5 minutes
- b. Objecting Parties:
 1. **Assured:** William J. Natbony, 5 minutes

III. MATTERS CONCERNING THE CONDUCT OF THE CONFIRMATION HEARING:

The Court will discuss with the parties other matters concerning the conduct of the Confirmation Hearing, including, but not limited to:

1. **Schedule for the Confirmation Hearing and presentation of testimony in support and in opposition to confirmation of the HTA Plan of Adjustment**

Estimated Time Required: 5 minutes.

Order and Number of Speakers: The names of counsel who intend to speak on this matter and time allocations for each party are listed below, in the order in which the parties shall present:

1. **Debtor:** Brian S. Rosen and/or Michael A. Firestein, 5 minutes
2. **The number of witnesses to be produced, including, without limitation, the persons on the Witness Lists**

1. Designation of Fact Witness List, filed by plaintiffs-appellants in *Vazquez Velazquez v. Puerto Rico Highways Authority*, Case No. 21-1739 [**Case No. 17-3567, ECF No. 1259**]
2. Debtor's Preliminary List of Witnesses to be Offered in Support of Confirmation of Plan of Adjustment [**Case No. 17-3283, ECF No. 21409; Case No. 17-3567, ECF No. 1261**]
3. Debtor's Identification of Expert Witnesses [**Case No. 17-3283, ECF No. 21410; Case No. 17-3567, ECF No. 1260**]
4. Debtor's Opening Expert Disclosures [**Case No. 17-3283, ECF No. 21486; Case No. 17-3567, ECF No. 1268**]
5. Group of Plaintiffs'-Appellants in First Circuit Court Appeal Case Final List of Witnesses and Exhibits, filed by plaintiffs-appellants in *Vazquez Velazquez v. Puerto Rico Highways Authority*, Case No. 21-1739 [**Case No. 17-3567, ECF No. 1298**]
6. Debtor's Final List of Witnesses To Be Offered in Support of Confirmation of Plan of Adjustment [**Case No. 17-3283, ECF No. 21623; Case No. 17-3567, ECF No. 1305**]
7. Reservation of Rights of National Public Finance Guarantee Corporation with Respect to Witness and Exhibit Lists [**Case No. 17-3283, ECF No. 21626; Case No. 17-3567, ECF No. 1307**]

3. **Estimated time for presentation of any such witnesses' testimony**

Estimated Time Required: 5 minutes.

Order and Number of Speakers: The names of counsel who intend to speak on this matter and time allocations for each party are listed below, in the order in which the parties shall present:

1. **Debtor:** Michael A. Firestein, 5 minutes

4. **Pre-admission of exhibits to be offered at the Confirmation Hearing**

1. Motion of Assured Guaranty Corp. and Assured Guaranty Municipal Corp. Submitting Exhibit List in Connection with Confirmation of HTA Plan of Adjustment [**Case No. 17-3283, ECF No. 21608; Case No. 17-3567, ECF No. 1291**]
2. Group of Plaintiffs'-Appellants in First Circuit Court Appeal Case Final List of Witnesses and Exhibits, filed by plaintiffs-appellants in *Vazquez Velazquez v. Puerto Rico Highways Authority*, Case No. 21-1739 [**Case No. 17-3567, ECF No. 1298**]

3. Notice of Submission of Debtor's Final Exhibit List in Connection with Confirmation Hearing **[Case No. 17-3283, ECF No. 21618; Case No. 17-3567, ECF No. 1299]**
4. Continued Exhibits of Debtor (Exhibits 21-40) **[Case No. 17-3283, ECF No. 21620; Case No. 17-3567, ECF No. 1300]**
5. Continued Exhibits of Debtor (Exhibits 41-53) **[Case No. 17-3283, ECF No. 21622; Case No. 17-3567, ECF No. 1302]**
6. Motion of the HTA Insured Bondholder Group Submitting Exhibit List in Connection with Confirmation of HTA Plan of Adjustment **[Case No. 17-3283, ECF No. 21619; Case No. 17-3567, ECF No. 1303]**
7. Reservation of Rights of National Public Finance Guarantee Corporation with Respect to Witness and Exhibit Lists **[Case No. 17-3283, ECF No. 21626; Case No. 17-3567, ECF No. 1307]**
8. Motion of Assured Guaranty Corp. and Assured Guaranty Municipal Corp. Submitting Supplemental Exhibit List in Connection with Confirmation of HTA Plan of Adjustment **[Case No. 17-3283, ECF No. 21667; Case No. 17-3567, ECF No. 1322]**

Estimated Time Required: 8 minutes.

Order and Number of Speakers: The names of counsel who intend to speak on this matter and time allocations for each party are listed below, in the order in which the parties shall present:

1. **Debtor:** Michael A. Firestein, 2 minutes
2. **Assured:** William J. Natbony, 2 minutes
3. **Plaintiffs'-Appellants in First Circuit Case No. 21-1739:** John E. Mudd, 2 minutes
4. **HTA Insured Bondholder Group:** Matthew M. Madden, 2 minutes

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Dated: August 4, 2022
San Juan, Puerto Rico

Respectfully submitted,

/s/ Brian S. Rosen

Martin J. Bienenstock
Brian S. Rosen
(Admission *Pro Hac Vice*)
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Attorneys for the Financial Oversight and Management Board as representative for the Debtor

/s/ Hermann D. Bauer

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Co-Attorneys for the Financial Oversight and Management Board as representative for the Debtor

Exhibit A

Order Regarding Procedures for August 8, 2022, Pretrial Conference

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO
et al.,

(Jointly Administered)

Debtors.¹

ORDER REGARDING PROCEDURES FOR AUGUST 8, 2022, PRETRIAL CONFERENCE

The Court will hold a pretrial conference (the “Pretrial Conference”)² on **August 8, 2022, at 9:00 a.m. (Atlantic Standard Time)** in connection with the request of the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”) for approval of the *Third Amended Title III Plan of Adjustment of the Puerto Rico Highways and*

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the “Commonwealth”) (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² Terms capitalized but not defined herein have the meanings ascribed to them in the *Order Establishing, Among Other Things, Procedures and Deadlines Concerning Objections to Confirmation and Discovery in Connection Therewith* (Docket Entry No. 21301 in Case No. 17-3283; Docket Entry No. 1249 in Case No. 17-3567) (the “Discovery Order”).

Transportation Authority (Docket No. 21271 in Case No. 17-3283; Docket Entry No. 1242 in Case No. 17-3567, as may be supplemented or amended, the “HTA Plan of Adjustment”). The Pretrial Conference will be conducted on **August 8, 2022**, from **9:00 a.m. to 12:50 p.m.** (**Atlantic Standard Time**), and resume, if necessary, from **2:10 p.m. to 5:00 p.m. (Atlantic Standard Time)**.³ In light of the ongoing COVID-19 public health crisis, the Court will conduct the Pretrial Conference virtually using videoconferencing and telephonic platforms as set forth herein. The Pretrial Conference will be governed by the following procedures.

Registration for Videoconference; Listen-In Facilities for Attorneys, Members of Public and Press

1. **Videoconferencing via Zoom.** The Court will conduct the Pretrial Conference using the audio and video features of the Zoom platform as a virtual courtroom. An invitation to register will be sent by the Court to participants who have registered their appearance by filing an informative motion in accordance with paragraph 3 below. Parties must respond to the invitation to register for Zoom access and will automatically receive the link and relevant login information to join the virtual proceeding. To optimize performance of the Zoom platform and in the interest of avoiding excessive billing of fees, the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”) and the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”) will each be limited to four attorneys appearing in the Zoom session at any given time, and each other Party (as defined in paragraph 3(a) below) will be limited to two attorneys appearing in the Zoom session at any given time. **Only persons who are identified in properly submitted Zoom registration documents, including a Party**

³ A separate order detailing regarding procedures to be followed in connection with the **August 17–18, 2022** hearing on the confirmation of the HTA Plan of Adjustment (the “Confirmation Hearing”) will be filed contemporaneously herewith (the “Confirmation Hearing Procedures Order”).

Appearance Sheet, will be permitted to appear at the Pretrial Conference. Recording and retransmission of the proceedings by any means are prohibited. All proceedings will be conducted in the English language as required by law. 48 U.S.C. § 864. No interpretation services will be provided by the Court for the Pretrial Conference.

2. **Listen-Only Access to the Pretrial Conference.** Attorneys, members of the public, and press may **listen to but not view or participate in** the Pretrial Conference by dialing (888) 363-4749 and entering the access code (7214978) and security code (7533) when prompted. This telephonic access line for the press and the general public will be in listen-only mode at all times. Recording and further broadcasting of the proceedings by any means remain prohibited.

3. Registration to Participate in the Pretrial Conference via Zoom.

a. Parties represented by counsel. Counsel for any party-in-interest (each, a “Party”) that wishes to participate in the Pretrial Conference must register an appearance by filing an informative motion (the “Pretrial Informative Motion”) no later than **August 2, 2022, at 1:00 p.m. (Atlantic Standard Time)**, identifying (a) the Party for which they intend to appear, (b) the name(s) and email address(es) of the attorney(s) who will appear, and (c) the Pretrial Conference matter(s) in connection with which the party-in-interest may wish to be heard. Counsel must annex a Party Appearance Sheet (the form of which is attached as Exhibit A to this Order) as Exhibit A to the Pretrial Informative Motion.

b. Parties not represented by counsel. Any individual Party not represented by counsel who wishes to participate in the Pretrial Conference must file a Pretrial Informative Motion no later than **August 2, 2022, at 1:00 p.m. (Atlantic Standard Time)**, identifying (a) the Party name, (b) the name and email address of the individual appearing, and (c) the Pretrial

Conference matter in connection with which the Party may wish to be heard. Each Party must annex a Party Appearance Sheet (the form of which is attached as Exhibit A to this Order) as Exhibit A to the Pretrial Informative Motion.

c. Registration Issues. If a Party has filed a Pretrial Informative Motion (including a Party Appearance Sheet) and has not received an invitation to register within 24 hours of the Pretrial Conference, counsel and/or pro se party may seek technical assistance by emailing promesaregistration@prd.uscourts.gov.

Pretrial Conference Filing Deadlines

4. **Pretrial Informative Motion and Party Appearance Sheet.** In accordance with paragraph 3, a Party must file a Pretrial Informative Motion by **August 2, 2022**, at **1:00 p.m. (Atlantic Standard Time)**. Each Pretrial Informative Motion must be accompanied by a Party Appearance Sheet, otherwise, the Party will not be registered to participate in the proceedings via Zoom.

Parties must meet and confer in advance of the Pretrial Conference to use their best efforts to agree on the admissibility of the proposed exhibits into evidence.

5. **Agenda.** An agenda outlining the matters to be addressed and the projected timetable for the Pretrial Conference must be filed by Debtors' counsel by **August 4, 2022**, in accordance with the Sixteenth Amended Case Management Procedures. (See Docket Entry No. 20190 Ex. 1 § III.M.) The agenda must include:

- a. The motions in limine scheduled to be heard at the Pretrial Conference and the status of each. For each motion in limine, the agenda shall include (i) the names of the individuals who intend to appear and speak on behalf of each relevant Party in connection with each motion, (ii) the order in which the Parties to the relevant motion will present argument, and (iii) time allocations for each Party;
- b. Information identifying any other stipulated or contested matters that the Parties believe should be discussed at the Pretrial Conference, along with (i) the nature of the stipulated or contested matter, (ii) the Parties to the stipulated or contested

matter, and (iii) time allocations for the Parties to present the matter; and

- c. A segment for the Court's discussion with the Parties of other matters concerning the conduct of the Confirmation Hearing, including (i) the schedule for the Confirmation Hearing and presentation of testimony in support and in opposition to confirmation of the HTA Plan of Adjustment; (ii) the number of witnesses to be produced, including, without limitation, the persons on the Witness Lists, as the same may have been revised; (iii) the estimated time for presentation of any such witnesses' testimony; and (iv) the pre-admission of exhibits to be offered at the Confirmation Hearing. (See Discovery Order ¶ 24.)

Debtors' counsel must file a revised agenda on **August 7, 2022**, if circumstances have changed or if requested to do so by the Court. Debtors' counsel must email a proposed agenda, including preliminary time allocations, to the Court by **August 1, 2022, at 12:00 p.m. (Atlantic Standard Time)**.

6. Courtroom Procedures. All persons granted remote access to the proceedings are reminded of the general prohibition against photographing, recording, and rebroadcasting of court proceedings. Violation of this prohibition may result in sanctions, including removal of court issued media credentials, restricted entry to future hearings, denial of entry to future hearings, or any other sanctions deemed necessary by the Court. The formalities of a courtroom must be observed. When appearing by Zoom, each counsel or pro se party must be situated in such a manner as to be able to view the video screen and be seen by the Court. Each Party's camera must be turned on when addressing the Court or examining a witness (if necessary). Those appearing by Zoom may be removed from the virtual courtroom if they do not comply with this Order. During the Pretrial Conference, individuals who are registered to participate via Zoom are directed to observe the following rules:

- a. The following naming conventions must be used by Zoom participants for admission to the Zoom virtual courtroom. For example:
 - i. Attorney participants: [Party Represented (abbreviations may be used)] / [Last Name of Attorney, First Name of Attorney] / [Law Firm/Government Office].

- a. PARTY A / Doe, John / ABC Law Firm, or
- b. XYZ Agency/ Doe, Jane / Office of the ABC Government

ii. Pro se participants: Pro se / [Last Name, First Name].

- a. For example: Pro se / Doe, Jane
- b. Identify yourself if asked to do so.
- c. Identify yourself by name each time you speak.
- d. Mute yourself when you are not speaking to eliminate background noise.
- e. Turn off your video unless you are speaking or otherwise directly involved in the argument or examination, unless the Court directs otherwise.

SO ORDERED.

Dated: July 13, 2022

/s/ Laura Taylor Swain
LAURA TAYLOR SWAIN
United States District Judge

EXHIBIT A¹

PARTY APPEARANCE SHEET

Name of Party	
Party Name Abbreviation (For Use with Zoom ²)	
Attorney(s) Representing Party (provide the listed information for each attorney who may appear for the Party): <ul style="list-style-type: none">• Name,• Email,• Law Firm,• Phone Number• Docket Entry No. for the Attorney's Notice of Appearance• Zoom Screen Name (<u>See</u> Pretrial Conference Procedures Order ¶ 6(a)) or Party-in-interest Not Represented by Counsel: <ul style="list-style-type: none">• Name, Email, Phone Number, Proof of Claim Number (if any)	
Plan Objection Docket Entry No.	
Witness List Docket Entry No.	
Exhibit List Docket Entry No.	
Other Statement Docket Entry No.	
If a Party files a supplemental Party Appearance Cover Sheet, the Party must include the Docket Entry No. of the original appearance sheet in the new filing which must be clearly marked as a "Supplemental" Party Appearance Sheet.	
Note: Pursuant to the Pretrial Conference Procedures Order ¶ 1, the Financial Oversight and Management Board for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority shall each be limited to 4 attorneys appearing in the Zoom session at any given time, and each other party-in-interest shall be limited to 2 attorneys at any given time. Parties-in-interest not appearing by counsel must have filed a written objection on behalf of him or herself and/or a statement of support in relation to plan confirmation consistent with either the (1) <i>Order Establishing, Among Other Things, Procedures and Deadlines Concerning Objections to Confirmation and Discovery in Connection Therewith</i> , and/or (2) the Confirmation Hearing Procedures Order.	

¹ This Party Appearance Sheet must be attached to a party-in-interest's Pretrial Informative Motion as **Exhibit A**.

² See Pretrial Conference Procedures Order ¶ 6(a).